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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**  
**Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): March 26, 2018

**Mobivity Holdings Corp.**

(Exact name of registrant as specified in its charter)

**Nevada**  
(State or Other Jurisdiction  
of Incorporation)

**000-53851**  
(Commission File  
Number)

**26-3439095**  
(I.R.S. Employer  
Identification Number)

**55 N. Arizona Place, Suite 310**  
**Chandler, Arizona 85225**  
(Address of principal executive offices) (zip code)

**(866) 282-7660**  
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions.

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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## Item 2.02 Results of Operations and Financial Condition

On March 26, 2018, we issued a press release announcing our results for the fiscal year ended December 31, 2018. The full text of the press release is furnished as Exhibit 99.1 to this report.

## Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Effective March 26, 2018, Mr. Charles Mathews was appointed Chief Financial Officer of Mobivity Holdings Corporation (the “Company”). Also effective March 26, 2018, Mr. Christopher Meinerz resigned from his position as Chief Financial Officer of the Company.

Mr. Mathews joins the Company from Enssolutions Group Inc. (TSXV: ENV.H), a Toronto exchange trade company providing manufacturing and distribution of environmentally responsible dust control emulsion products, where he served as Chief Financial Officer. From April 2015 to April 2016, Mr. Mathews served as Chief Financial Officer for the publicly traded companies mCig, Inc. and Vitacig, Inc. Also, since 2000, Mr. Mathews has been a sole practitioner as Charles B. Mathews, CPA, an accounting and business consulting firm in Phoenix, Arizona. He earned a B.A. in Business Administration from Alaska Pacific University and an M.B.A. from Arizona State University, and is a Certified Public Accountant.

In connection with his appointment, the Company entered into an Employment Agreement (the “Employment Agreement”) with Mr. Mathews. Under the Employment Agreement, Mr. Mathews will be paid an annual base salary of \$200,000 and will be eligible to receive a bonus of up to 30% of his base salary per year for meeting key performance requirements, quotas and assigned objectives determined by the Company’s Board of Directors. Mr. Mathews was granted a stock option to purchase 300,000 shares (the “Option Shares”) of the Company’s Common Stock, at an exercise price equal to fair market value per share as of March 26, 2018. The Option Shares will vest at the rate of 1/48<sup>th</sup> per month for forty-eight (48) months. In addition, if Mr. Mathews’ employment is terminated without Cause, Mr. Mathews will receive (i) accrued but unpaid Base Salary, vacation and expenses or other reimbursements through the Termination Date, (ii) three months of Base Salary, at the rate in effect as of the termination date, and (iii) his stock options shall continue to vest for three (3) months following the Termination Date and the option to exercise such stock options shall be extended from the three month anniversary of the Termination Date. The foregoing description of the Employment Agreement is qualified in its entirety by reference to the full text of the Employment Agreement, which will be filed with the Company’s next annual report on Form 10-K. Capitalized terms used herein without definition have the meanings given such terms in the executive employment agreement.

There are no family relationships between Mr. Mathews and any of the Company’s executive officers or directors. There are no arrangements or understandings between Mr. Mathews and any other person pursuant to which he was selected to serve as chief financial officer. Except for his employment relationship with the Company and the compensation provided to him thereunder as described above, neither Mr. Mathews nor any of his related persons (as defined in Item 404(a) of Regulation S-K under the Securities Act of 1933, as amended (the “Securities Act”)) is a party to any transaction in which the Company is a participant that is required to be disclosed under Item 404(a) of Regulation S-K under the Securities Act.

## Item 9.01 Financial Statements and Exhibits

### (d) Exhibits

### Method Filing

The following exhibit is furnished with this report:

<a href="#">Exhibit 99.1</a>	Press release dated March 26, 2018 regarding the Registrant’s financial results for its fiscal year ended December 31, 2018	Filed Electronically herewith
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**SIGNATURES**

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**MOBIVITY HOLDINGS CORP.**

*March 28, 2018*

By: /s/ Dennis Becker  
Dennis Becker,  
Chief Executive Officer

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**March 26, 2018**

FOR IMMEDIATE RELEASE

## **Mobivity Projects Strong Growth in the First Half of 2018, Announces Preliminary 2017 Results, and Appointment of New CFO**

PHOENIX, AZ – March 26, 2018 – Mobivity Holdings Corp. (OTCQB:MFON), maker of the award-winning re•currency platform that increases customer visits and spend in restaurants, retail, and personal care brands, today announced that strong revenue growth is projected in the first half of 2018. The Company expects 2018 first half revenues to grow at least 75% over first half 2017 revenues.

Dennis Becker, Mobivity Chairman and CEO, commented, “The first meaningful commercial deployment of our re•currency platform and service offering deployed a little over 24 months ago in 2016. We’ve since seen an increase in our customers’ investments in re•currency. Throughout 2017, Mobivity’s minimum total contract values grew to more than \$19 million, an increase of more than 260% over our minimum total contract values of \$5.3 million in 2016. Additionally, our average contract term has also increased 250% year over year, from 1 year to nearly 2.5 years. More recently, some of our customers have begun to publicize the amazing results they achieved with re•currency. Increasing contract values, term lengths, and market awareness of how our technology delivers results, is creating strong momentum going into 2018. We also believe that our current revenue trajectory will propel the company to cash-flow breakeven by the end of the year.”

The Company has also recently appointed Charles B. Mathews as Chief Financial Officer. Mr. Mathews has more than 25 years of accounting and management experience serving in CFO roles for a variety of publicly traded companies. Mr. Mathews is a Certified Public Accountant and holds a B.A. degree in Business Administration from Alaska Pacific University and an M.B.A. degree from Arizona State University. Mr. Mathews succeeds Christopher Meinerz who has left the Company to pursue other interests.

"Charles has extensive experience spearheading the financial reporting and operations of several publicly traded companies, including companies listed on national exchanges such as NASDAQ, AMEX, and TSX" said Dennis Becker, Mobivity's Chief Executive Officer. "We believe we're poised for significant growth and Charles' experience will be instrumental in elevating our financial operations to the next level."

"The opportunity to join a company with a rare combination of household name customers, like Subway and Baskin-Robbins, and ground-breaking technology was irresistible," said Mathews. "I'm very excited to apply my experience in helping to drive Mobivity's growth."

Additionally, the Company announced preliminary financial results for the year ending December 31, 2017. Full 2017 financial results are expected to be published in the Company's Annual Report via 10-K filing.

### **2017 Highlights:**

- Net loss decreased to \$5.9M, a 38% improvement over a net loss of \$9.5M in 2016.
- Net cash used in operating activities decreased to \$2.4M through December 31, 2017, a 23% decrease as compared to \$3.1 million during the same period in 2016.
- 2017 revenues were \$8.6 million, an increase of 2% compared to 2016.
- Operating expenses declined slightly to \$11.6 million in 2017 versus \$11.8 million in 2016.
- The Company had \$460,000 of unrestricted cash at December 31, 2017 compared to \$1.2 million at December 31, 2016.
- Subscribers to Mobivity powered mobile marketing campaigns grew to 9.7 million unique consumers in 2017, an increase of approximately 24% compared to 2016.

## **About Mobivity**

Brick and mortar stores struggle to manage customer connections in a digital world. Mobivity provides a platform to connect national restaurants, retailers, personal care brands and their partners with customers to increase retention, visits, and spend. Mobivity's re•currency suite of products increases customer engagement and frequency by capturing detailed POS transaction records, analyzing customer habits, and motivating customers and employees through data-driven messaging applications and rewards. For more information about Mobivity, visit [www.mobivity.com](http://www.mobivity.com) or call (877) 282-7660..

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## **Forward Looking Statement**

This press release contains forward-looking statements concerning Mobivity Holdings Corp. within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Those forward-looking statements include statements regarding the benefits of recent additions to the Company's management team; the Company's expectations for the growth of the Company's operations and revenue; and the advantages and growth prospects of the mobile marketing industry. Such statements are subject to certain risks and uncertainties, and actual circumstances, events or results may differ materially from those projected in such forward-looking statements. Factors that could cause or contribute to differences include, but are not limited to, our ability to successfully integrate our recent additions to management; our ability to develop the sales force required to achieve our development and revenue goals; our ability to raise additional working capital as and when needed; changes in the laws and regulations affecting the mobile marketing industry and those other risks set forth in Mobivity Holdings Corp.'s annual report on Form 10-K for the year ended December 31, 2016 filed with the SEC on March 31, 2017 and subsequently filed quarterly reports on Form 10-Q. Mobivity Holdings Corp. cautions readers not to place undue reliance on any forward-looking statements. Mobivity Holdings Corp. does not undertake, and specifically disclaims any obligation to update or revise such statements to reflect new circumstances or unanticipated events as they occur.

### Media Contacts:

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### Investor Relations:

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**Mobivity Holdings Corp.**  
**Consolidated Balance Sheets**

	<b>December 31, 2017</b>	<b>December 31, 2016</b>
<b>ASSETS</b>		
<b>Current assets</b>		
Cash	\$ 460,059	\$ 1,188,485
Restricted cash	-	1,000,000
Accounts receivable, net of allowance for doubtful accounts of \$2,280 and \$15,503, respectively	885,743	1,244,484
Other current assets	209,536	179,376
<b>Total current assets</b>	<u>1,555,338</u>	<u>3,612,345</u>
Goodwill	803,118	803,118
Intangible assets, net	676,436	627,119
Other assets	88,916	109,776
<b>TOTAL ASSETS</b>	<u><b>\$ 3,123,808</b></u>	<u><b>\$ 5,152,358</b></u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</b>		
<b>Current liabilities</b>		
Accounts payable	\$ 1,096,003	\$ 701,347
Accrued interest	1,168	2,020
Accrued and deferred personnel compensation	590,500	671,677
Deferred revenue and customer deposits	1,429,266	160,023
Notes payable, net - current maturities	2,236,224	1,011,910
Other current liabilities	226,355	115,051
<b>Total current liabilities</b>	<u>5,579,516</u>	<u>2,662,028</u>
<b>Non-current liabilities</b>		
Notes payable, net - long term	180,810	361,166
<b>Total non-current liabilities</b>	<u>180,810</u>	<u>361,166</u>
<b>Total liabilities</b>	5,760,326	3,023,194
<b>Commitments and Contingencies</b>		
<b>Stockholders' equity (deficit)</b>		
Common stock, \$0.001 par value; 100,000,000 shares authorized; 37,025,124 and 36,388,981 shares issued and outstanding	37,025	36,389
Equity payable	100,862	100,862
Additional paid-in capital	77,910,842	76,698,383
Accumulated other comprehensive loss	(65,764)	(32,999)
Accumulated deficit	(80,619,483)	(74,673,471)
<b>Total stockholders' equity (deficit)</b>	<u>(2,636,518)</u>	<u>2,129,164</u>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</b>	<u><b>\$ 3,123,808</b></u>	<u><b>\$ 5,152,358</b></u>

**Mobivity Holdings Corp.**  
**Consolidated Statements of Operations**

	Fiscal year ended December 31,	
	2017	2016
<b>Revenues</b>		
Revenues	\$ 8,591,955	\$ 8,432,616
Cost of revenues	2,792,738	2,096,392
<b>Gross margin</b>	5,799,217	6,336,224
<b>Operating expenses</b>		
General and administrative	3,357,165	4,385,763
Sales and marketing	3,631,728	5,038,041
Engineering, research, and development	4,201,647	1,712,750
Depreciation and amortization	386,304	709,456
<b>Total operating expenses</b>	11,576,844	11,846,010
<b>Loss from operations</b>	(5,777,627)	(5,509,786)
<b>Other income/(expense)</b>		
Interest income	4,637	2,780
Interest expense	(169,044)	(77,361)
Goodwill Impairment	-	(2,247,447)
Intangible asset impairment	-	(1,684,203)
Foreign currency (loss) gain	(3,978)	1,556
<b>Total other income/(expense)</b>	(168,385)	(4,004,675)
<b>Loss before income taxes</b>	(5,946,012)	(9,514,461)
Income tax expense	-	-
<b>Net loss</b>	<u>\$ (5,946,012)</u>	<u>\$ (9,514,461)</u>
<b>Other comprehensive loss, net of income tax</b>		
Foreign currency translation adjustments	(32,765)	(32,999)
<b>Comprehensive loss</b>	<u>\$ (5,978,777)</u>	<u>\$ (9,547,460)</u>
<b>Net loss per share - basic and diluted</b>	<u>\$ (0.16)</u>	<u>\$ (0.29)</u>
<b>Weighted average number of shares during the period - basic and diluted</b>	<u>36,575,762</u>	<u>32,797,631</u>